

# 2024 Board Election Secretary Report

Beverly Murdock, Secretary



# Agenda

- Overview
- Timeline
- Communications
- Nomination/Statement of Intent Form
- Bylaws References

# Overview

- Our Bylaws and Standing Rules provide a general timeline for the election cycle
- The Secretary is responsible for implementing a means of voting consistent with the Bylaws
- This presentation outlines the timeline and plan to implement the 2024 Board of Directors election
- We have three seats up for election in this cycle:
  - Mike Dewan
  - Beverly Murdock
  - Jennifer Chu



# 2024 Election Timeline

**4/1/2024**

## Nomination Forms Released

- Candidates may either self-nominate or be nominated by others
- PDF Forms will be made available for download, posted to #general and #elections on Slack

**4/16/2023**

## Nomination Deadline

- Due 15 days prior to Regular Mtg that is prior to Annual Mtg
- Voter registration cut off (for practical purposes)
- Completed forms can be posted to the #elections channel on Slack or emailed to secretary@makersmiths.org

**5/1/2024**

## Regular Meeting Preceding Annual Meeting

- Each nominee will be given an opportunity to address the membership

**5/1/2024**

## Voting Opens

- We will be using OpaVote
- Each voting member will receive an invite (specific to them) to vote online
- Paper ballots or voting code will also be available upon request if accommodations are needed

**6/05/2024**

## Annual Meeting of the Membership (Votes Tallied)

- Quorum will be confirmed (from both proxy forms and those present) – 1/3 of voting members
- Voting will be closed
- Votes will be tallied
- New Board Members will be announced, duties to commence immediately

Quorum  
~TBD

**6/26/2024**

## Annual Meeting of the (New) Board

- Quorum will be confirmed
- At the start of the meeting, the Board of Directors will vote to appoint the following:
  - Chairman
  - Secretary
  - Treasurer
  - President
- The Board may then conduct any regular business on the agenda

# Communications on Election

- Key info will be on #general
- Election specific info (forms, etc.) will be on #election

Slack



- Voters will get online vote invitations via their designated email in Wild Apricot
- Email blast reminders will be sent to solicit nominations and then to remind folks to vote online

Email



- Key dates and nomination form will go in the upcoming newsletter
- Each month there will be an update until new Board members have been elected and Officers have been appointed

Newsletter





# Bylaws References – Election of Directors

- **4.1. Board of Directors**

- 4.1.3. In accordance with the Articles of Incorporation, the Board shall determine the number of Directors by majority vote. As of the recorded date of these Bylaws, the number of Directors is seven. All Directors must be of at least the age of majority in the Commonwealth of Virginia at the time of their election.
- 4.1.4. The Board shall be elected at an Annual Meeting of the Membership by a Quorum of the Members and their proxies to serve a three-year term. Directors shall be divided into three classes to achieve a staggered rotation of terms.
- 4.1.5. The Board will appoint all Officers and Advisors.
- 4.1.10. The Directors' term of office shall begin immediately following the Annual Meeting of the Membership at which they are elected.
- 4.5.1. The **Annual Meeting of the Board of Directors will be held on the last Wednesday of June, beginning at 7:00PM** or as otherwise determined by the Board of Directors. The meeting details will be communicated to Directors, Officers, and Members at least seven days in advance.

- **6.1. Determination of Membership**

- 6.1.1. The Corporation shall have only Supporting Member and Regular Member classes.
- 6.1.2. Supporting Members are not permitted to vote or otherwise influence the decision making process of the Corporation.

- **6.3 Membership Types**

- 6.3.2. Household Membership
  - 6.3.2.2. The Household Membership will specify one adult Primary Member who will control the Household Membership. Additional people living at the same address may be added as Members by the Primary Member.
  - 6.3.2.3. Considered Regular Members for Bylaws purposes (1 vote per Household Member over 18, with a maximum of two total votes per Household Membership).
- 6.3.5. Corporate Membership
  - 6.3.5.4. One vote for the Corporate Membership to be cast by the Primary Member.

# Bylaws References – Election of Directors

## • 6.7. Membership Meetings

- 6.7.1. Annual Meeting of the Membership
  - 6.7.1.1. The Annual Meeting of the Membership will be held on the first Wednesday of June beginning at 7:00PM. The meeting details will be communicated to Directors, Officers, and Members at least seven days in advance.
  - 6.7.1.2. An election of the Board class shall occur at least once per calendar year at the Annual Meeting of the Membership where Quorum has been met.
  - 6.7.1.3. Election of Directors shall be first by nomination, and then by final vote. Any Member in good standing may nominate themselves, another Member in good standing, or a non-Member.
  - 6.7.1.4. A Director shall not hold a term of office for more than three years without being elected for each term the office is held.
  - 6.7.1.5. A candidate accepting a nomination shall provide a signed statement of intent, 15 days prior to the Regular Membership Meeting prior to the Annual Membership Meeting. Candidates will outline why they are fit to serve as a Director, disclose any conflicts of interest, and state that they will abide by the Duty of Care, Duty of Loyalty and all other responsibilities required by Directors in the Bylaws.
  - 6.7.1.6. Candidates will have the option to present at the Regular Meeting of the Membership prior to the Annual Meeting of the Membership
  - 6.7.1.7. The Secretary shall provide a voting mechanism prior to and during the Annual Meeting of the Membership. The final vote shall be tallied at the Annual Meeting of the Membership.
  - 6.7.1.8. Each Regular Member shall vote for no more than the number of Director positions considered for election and shall vote for no candidate more than once.
  - 6.7.1.9. The candidates to receive the highest number of votes, up to the number of Director positions being voted on shall be considered elected. In the event of a tie that would cause there to be more Directors elected than the number of seats available, a runoff election shall be held between the tying candidates.

## • 6.9. Proxies for Meetings of the Membership

- 6.9.1. The Secretary will provide an auditable, general voting method of directed proxy voting by Members at least 14 days prior to any meeting at which a vote by Members will be held.
- 6.9.2. The directed proxy through the general voting method will be assigned to the President, unless the vote is related to the President, in which case the proxy will be assigned to the Secretary. The President or the Secretary may hold an unlimited number of proxies assigned through the general voting method.
- 6.9.3. All directed proxies and votes must be submitted through the method provided, prior to the start of the meeting at which the vote is to be held.
- 6.9.4. Members may request reasonable accommodation from the Secretary if needed in order to effectuate their proxy vote.
- 6.9.5. Under reasonable accommodations, any Member may hold any number of proxies for the purpose of establishing Quorum.
- 6.9.6. Under reasonable accommodations, no Member may hold more than five proxies for voting purposes, provided that the candidate(s) or the intentions on any motion to be voted on are clearly stated on the written proxy



# Bylaws References – Appointment of Officers

- **5.1. Officers**

- 5.1.1. The Board may appoint by majority resolution such Officers as the Board deems necessary to perform regular management of the Corporation.
- 5.1.2. The President shall not also be appointed as Secretary or Treasurer.
- 5.1.3. The duties performed by Officers will be determined by the Board.
- 5.1.4. Any Member in good standing shall be qualified to be appointed as the President, Secretary, Treasurer or Chairperson of the Corporation.
- 5.1.5. The Treasurer shall not also be appointed as Bookkeeper (non-Officer).

- **5.4. Officer Terms**

- 5.4.1. Officers shall hold office until:
  - 5.4.1.1. The next Annual Meeting of the Board; or
  - 5.4.1.2. The position is resigned; or
  - 5.4.1.3. The Officer is dismissed by the Board.

